

**EXTENSION OF PARTICIPATING ADDENDUM FOR
STATEWIDE HEARING AID PURCHASING PROGRAM**

The Participating Addendum entered into as of the 1st day of September, 2013, by and between Hansaton Acoustics, Inc. (Contractor), 15650 36th Avenue N, Ste. 110 Plymouth, MN 55446 and the State of Maine (State), Department of Administrative and Financial Services (DAFS), Bureau of General Services (BGS), Division of Purchases (Division) whose address is 111 Sewall Street, Burton Cross Building, 4th Floor, 9 State House Station, Augusta, Maine 04333-0009;

WHEREAS, the State of Minnesota Cooperative Purchasing Venture (MNCPV) extended contracts for the purchase of Hearing Aids, pursuant to Contract Release H-59(5), dated August 2, 2013, in accordance with its laws and statutes governing competitive and negotiated procurements;

WHEREAS, the State of Maine is a member of the MNCPV and therefore may participate under the organization's contractual arrangements;

WHEREAS, the Director of the Division of Purchases has determined that it is in the best interest of the State of Maine to enter into a Participating Addendum with Hansaton Acoustics, Inc. for the purchase of Hearing Aids, thereby participating under MNCPV Contract Release H-59(5), dated August 2, 2013, Contract Number 49855;

WHEREAS, the parties seek to enter into this Participating Addendum to memorialize the terms of their contractual relationship; and

NOW THEREFORE, for good and valuable consideration, the parties to this Participating Addendum hereby agree as follows:

1. Term:

The term of this Participating Addendum shall be extended under Extension Period 1 listed below, unless earlier terminated. The State of Maine reserves the right, at its sole discretion, to extend this Participating Addendum under the same terms and conditions as MNCPV Contract Release H-59(5), Contract Number 49855. The extension periods are defined as follows:

Extension Period 1: September 1, 2013 through August 31, 2014

Extension Period 2: September 1, 2014 through August 31, 2015

Extension Period 3: September 1, 2015 through August 31, 2016

2. Scope of Services:

The Contractor shall provide to the State of Maine and its Cooperative Purchasing Partners (to include, but not limited to, participating public entities, municipalities, and educational institutions within the State of Maine) the supply and delivery of Hearing Aids governed by the terms and conditions therein set forth under MNCPV Contract Release H-59(5), Contract Number 49855, which is incorporated herein (under Rider A of Appendix 1), and the terms and conditions specifically set forth in this Participating Addendum. Furthermore, the Contractor accepts the State of Maine's standard terms and conditions, as set forth in Appendix 1.

3. Contract Pricing:

Pricing under this Participating Addendum shall be equivalent to the pricing provided by the Contractor under MNCPV Contract Release H-59(5), Contract Number 49855. An item-by-item list of unit pricing is incorporated under Rider A.

4. Primary Contacts:

The primary State contact for this Participating Addendum is as follows:

Name: Kevin Scheirer

Participating Entity Name: State of Maine, Division of Purchases

Address: 111 Sewall Street, 9 State House Station, Augusta, ME 04333-0009

Telephone: 207-624-7349

E-mail: kevin.scheirer@maine.gov

The primary Contractor contact for this Participating Addendum is as follows:

Name: Jennifer McKenna

Contractor: Hansaton Acoustics, Inc.

Address: 15650 36th Avenue N, Ste. 110 Plymouth, MN 55446

Telephone: 763-331-3790

888-984-7432

Fax: 763-331-3073

E-mail: Jennifer.mckenna@hansaton.com

5. Miscellaneous:

- a. As a point of clarification, the State of Maine's ordering and payment process will differ -- at the sole discretion of the State of Maine -- from the "Agency Ordering Instructions" specified within MNCPV Contract Release H-59(5), dated August 2, 2013. Rather than requiring the Contractor to only accept orders from, ship to, and send invoices to audiologists and/or hearing instrument dispensers, the employees from user agencies within the government of the State of Maine will also place orders, receive and pay invoices, and direct shipments to specific audiologists and/or hearing instrument dispensers. Both forms of ordering may occur at any given time during the Participating Addendum's term. The State of Maine may also choose to pay for hearing aids under this Participating Addendum through the use of State Procurement Cards.
- b. As a point of clarification, all items that are priced within the Contractor's pricing sheet, found in Rider A, shall be included within the State of Maine's Statewide Hearing Aid Purchasing Program.
- c. Any requests for special orders or items not falling within any of the pricing terms of this contract shall not be provided or sold to the State of Maine by the Contractor, unless the Contractor is specifically authorized to do so by the State of Maine's Division of Purchases.
- d. This Participating Addendum and any and all litigation arising there from or related thereto shall be brought in State court in the State of Maine and governed by the applicable laws, regulations and rules of evidence of the State of Maine without reference to conflict of laws principles.
- e. All publicity and/or public announcements pertaining to this Participating Addendum shall be approved by the State of Maine prior to release.
- f. This Participating Addendum and its appendices, together with its exhibits, attachments, amendments, changes, and modifications (if any) set forth the entire agreement between the parties and supersede all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. As noted above, the State of Maine's terms and conditions contained within this Participating Addendum's Appendix 1, Rider B, C, and G, shall take precedence in the event of a conflict or inconsistency with the terms and conditions of MNCPV Contract Release H-59(5), Contract Number 49855 and its exhibits, appendices, changes, and attachments (if any). In addition to the preceding sentence, terms and conditions inconsistent with, contrary or in addition to the terms and conditions of this Participating Addendum shall not be added to or incorporated into this Participating Addendum by any subsequent Delivery Order or Purchase Order, and any such attempts to add or incorporate such terms and conditions are hereby rejected.
- g. This Participating Addendum may not be amended or modified except by written agreement executed by authorized representatives of the State of Maine Division of Purchases and the

Contractor.

- h. Under no circumstances whatsoever shall the Contractor provide, sell, or otherwise distribute to a third party any identifying information (including but not limited to names, phone numbers, email addresses, physical addresses, and/or any information relating to State of Maine Procurement Cards) for employees of the State of Maine gained through this Participating Addendum and the subsequent Statewide Hearing Aid Purchasing Program.
- i. To the extent that the State of Maine Standard Terms and Conditions (contained with Appendix 1, Riders B, C, and G) conflict with any of the foregoing, the State of Maine's Standard Terms and Conditions shall take precedence. To the extent that the foregoing is applicable, the words "the State of Maine" shall be substituted for the words "the State of Minnesota" or "Minnesota."

IN WITNESS WHEREOF, authorized representatives of Hansaton Acoustics, Inc. and the State of Maine have executed this Participating Addendum to be effective the day and year first written above.

State of Maine
Department of Administrative
and Financial Services
Bureau of General Services
Division of Purchases

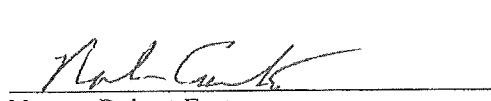


Name: Michael A. Wenzel

Title: Director

Date: 9/3/13

Hansaton Acoustics, Inc.

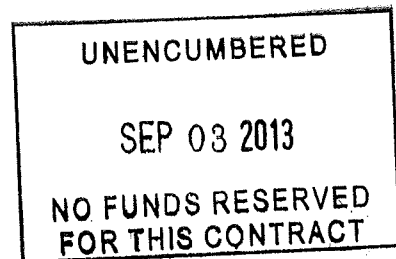


Name: Robert Eastman

Title: President

Date: 8/29/13

Master Agreement #	MA - 18P-12082400000000000027
Vendor Customer #	VC 0000015455



Appendix 1 – State of Maine Agreement to Purchase Services (BP-54) Riders A, B, C, and G

RIDER A
SPECIFICATIONS OF WORK TO BE PERFORMED

[Rider A consists of Minnesota Cooperative Purchasing Venture (MNCPV) Contract Release H-59(5), dated August 2, 2013, and the pricing sheets associated with Contract Number 49855 and all exhibits, appendices, attachments, amendments, changes, and modifications (if any). Copies are provided at the end of this document.]